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OF COUNSEL
URBAN A. LESTER

October 3, 2002

RECORDATION NO. 241541-B FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

OCT 3 '02 12:34 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (LA-2002-FH1), dated as of September 26, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor:	LACMTA Rail Statutory Trust LA-2002-FH1 c/o State Street Bank and Trust Company of California, National Association, Trustee Library Tower 633 West Fifth Street, 12 th Floor Los Angeles, California 90071
Lessee:	Los Angeles County Metropolitan Transportation Authority One Gateway Plaza Los Angeles, California 90012-2952

Mr. Vernon A. Williams
October 3, 2002
Page 2

A description of the railroad equipment covered by the enclosed document is:

17 Siemens SD460 light rail vehicles with LACMTA rail marks and with road numbers within the series 203 - 232, as specifically set forth on the Exhibit A to the filed document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (LA-2002-FH1).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT (LA-2002-FH1)

Memorandum of Lease Agreement (LA-2002-FH1), dated as of September 26, 2002 between **LACMTA RAIL STATUTORY TRUST LA-2002-FH1**, a Connecticut statutory trust, as Lessor (the "*Lessor*"), and **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**, a political subdivision of the State of California, as Lessee (the "*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (LA-2002-FH1), dated as of September 26, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Agreement (LA-2002-FH1).

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RECORDATION NO.

24154-B
FILED

OCT 3 '02

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SURFACE TRANSPORTATION BOARD

LESSEE:

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

By: _____

Name: Terry Matsumoto

Title: Executive Officer, Finance and Treasurer

ACKNOWLEDGEMENT

STATE OF

California

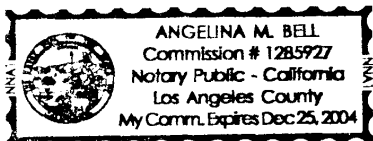
ss.

COUNTY OF

Los Angeles

On September 16, 2002, before me, ANGELINA M. BELL, ^{Notary Public,} personally came TERRY MATSUMOTO, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Notary Public

My commission expires on Dec. 25, 2004

EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Description of Item of Equipment	Serial Number	Equipment Value
Siemens SD460 Light Rail Vehicle	203	\$4,170,000
Siemens SD460 Light Rail Vehicle	205	\$4,170,000
Siemens SD460 Light Rail Vehicle	207	\$4,170,000
Siemens SD460 Light Rail Vehicle	209	\$4,170,000
Siemens SD460 Light Rail Vehicle	214	\$4,170,000
Siemens SD460 Light Rail Vehicle	206	\$4,200,000
Siemens SD460 Light Rail Vehicle	208	\$4,200,000
Siemens SD460 Light Rail Vehicle	218	\$4,200,000
Siemens SD460 Light Rail Vehicle	219	\$4,200,000
Siemens SD460 Light Rail Vehicle	220	\$4,200,000
Siemens SD460 Light Rail Vehicle	221	\$4,200,000
Siemens SD460 Light Rail Vehicle	222	\$4,200,000
Siemens SD460 Light Rail Vehicle	223	\$4,200,000
Siemens SD460 Light Rail Vehicle	224	\$4,200,000
Siemens SD460 Light Rail Vehicle	225	\$4,200,000
Siemens SD460 Light Rail Vehicle	226	\$4,200,000
Siemens SD460 Light Rail Vehicle	232	\$4,200,000